

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p><i>In re</i></p> <p>FTX TRADING LTD., <i>et al.</i>,¹</p> <p style="text-align: right;">Debtors.</p>	: : : : : : : : : :	<p>Chapter 11</p> <p>Case No. 22-11068 (JTD) (Jointly Administered)</p> <p>Objections Due: March 6, 2025 at 4:00 p.m. (ET) Hearing Date: April 17, 2025 at 10:00 a.m. (ET)</p>
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**FINAL FEE APPLICATION OF PATTERSON BELKNAP
WEBB & TYLER LLP AS COUNSEL TO THE EXAMINER FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MARCH 20, 2024 THROUGH AND INCLUDING OCTOBER 8, 2024**

Name of Applicant	Patterson Belknap Webb & Tyler LLP
Authorized to Provide Professional Services to	Robert J. Cleary, in his capacity as Examiner appointed in these Chapter 11 Cases
Date of Retention	April 19, 2024, <i>nunc pro tunc</i> to March 20, 2024
Period for which compensation and reimbursement is sought	March 20, 2024, through October 8, 2024 (Retention Date through Confirmation Date)
Amount of final compensation sought as actual, reasonable and necessary:	\$5,526,823.13
Amount of expense reimbursement sought as actual, reasonable and necessary	\$37,143.22
Amount of compensation paid to date:	\$5,173,660.65
Amount of expense paid to date:	\$37,143.22
Blended rate in this application for all attorneys	\$1,334.23/hour ²

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification numbers are 3288 and 4063, respectively. Due to the large number of Debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson's Commercial Complex, Friars Hill Road, St. John's, Antigua and Barbuda.

² Calculated after application of the 10% discount discussed below.

Blended rate in this application for all timekeepers:	\$1,203.29/hour ³
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This is a(n) ____ monthly ____ interim X final application. No prior application has been filed with respect to this Application Period.

³ Calculated after application of the 10% discount discussed below.

SUMMARY OF PRIOR INTERIM FEE APPLICATIONS:								
		Fees and Expenses Requested		Fees and Expenses Approved		Date & Docket No. of Fee Order	Fees and Expenses Paid to Date	
Date [Docket No.]	Interim Fee Period ("IFP") Covered	Fees	Expenses	Fees	Expenses	Date [Docket No.]	Fees	Expenses
June 15, 2024 [Docket No. 17628]	First IFP 3/20/24 to 4/30/24	\$1,709,349.30	\$826.05	\$1,709,349.30	\$826.05	September 11, 2024 [Docket No. 24510]	\$1,709,349.30	\$826.05
September 14, 2024 [Docket No. 24692]	Second IFP 5/1/24 to 7/31/24	\$2,051,424.45	\$26,668.53	\$2,044,461.45	\$26,284.80	December 12, 2024 [Docket No. 28742]	\$2,044,461.45	\$26,284.80
December 16, 2024 [Docket No. 28816]	Third IFP 8/1/24 to 10/8/24	\$1,774,812.38	\$10,032.37	N/A	N/A	N/A	\$1,419,849.90	\$10,032.37
Total:		\$5,535,586.13	\$37,526.95	\$3,753,810.75	\$27,110.85		\$5,173,660.65	\$37,143.22

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FOR THE DISTRICT OF DELAWARE**

<p><i>In re</i></p> <p>FTX TRADING LTD., <i>et al.</i>,¹</p> <p>Debtors.</p>	<p>: Chapter 11</p> <p>: Case No. 22-11068 (JTD)</p> <p>: (Jointly Administered)</p> <p>: Objections Due: March 6, 2025 at 4:00 p.m. (ET)</p> <p>: Hearing Date: April 17, 2025 at 10:00 a.m. (ET)</p> <p>: </p>
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**FINAL FEE APPLICATION OF PATTERSON BELKNAP
WEBB & TYLER LLP AS COUNSEL TO THE EXAMINER FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MARCH 20, 2024 THROUGH AND INCLUDING OCTOBER 8, 2024**

Patterson Belknap Webb & Tyler LLP (“Patterson Belknap”), as counsel to Robert J. Cleary, as the examiner (“Examiner”) appointed in the above-captioned bankruptcy cases (the “Chapter 11 Cases”) of FTX Trading Ltd. and certain of its affiliates (collectively, the “Debtors”), hereby submits this *Final Fee Application of Patterson Belknap Webb & Tyler LLP as Counsel to the Examiner for Services Rendered and Reimbursement of Expenses for the Period from March 20, 2024 Through and Including October 8, 2024* (the “Application”), for allowance of compensation for professional services rendered and reimbursement of expenses incurred during the period from March 20, 2024, through and including October 8, 2024 (the

The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification numbers are 3288 and 4063, respectively. Due to the large number of Debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson's Commercial Complex, Friars Hill Road, St. John's, Antigua and Barbuda.

“Application Period”).² In support of the Application, Patterson Belknap respectfully states as follows:

BACKGROUND

1. On November 11 and 14, 2022, the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) voluntary petitions for relief under title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended or modified from time to time, the “Bankruptcy Code”). The Debtors continue to operate and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Joint administration of the Debtors’ cases (the “Chapter 11 Cases”) was authorized by the Court by entry of an order on November 22, 2022, ECF No. 128. On December 15, 2022, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed an official committee of unsecured creditors in the Chapter 11 Cases (the “Creditors’ Committee”). *See* ECF No. 231.

2. On January 9, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, ECF No. 435 (the “Interim Compensation Order”). The Interim Compensation Order permitted professionals retained pursuant to an order of the Court to seek interim compensation and reimbursement of expenses pursuant to fee statements filed on a monthly basis (the “Monthly Fee Statements”). Pursuant to the Interim Compensation Order, upon the filing of a Certificate of No Objection or Certification of Counsel in connection with a Monthly Fee Statement, the Debtors were authorized to pay 80% of the fees and 100% of the expenses requested. Professionals could seek interim approval of their fees and expenses as well as payment of the 20% holdback pursuant to

² This Application seeks compensation for professional services rendered to Robert J. Cleary in his capacity as Examiner as well as professional services rendered by Mr. Cleary in his capacity as Examiner. Mr. Cleary spent 527 hours performing services as Examiner during the Application Period. In total, this Application seeks \$1,173,039.75 for professional services rendered by the Examiner.

interim fee applications filed at three-month intervals, subject to final allowance by the Court (the “Interim Fee Applications”).

3. On March 8, 2023, the Court entered the *Order (I) Appointing Fee Examiner and (II) Establishing Procedures for Consideration of Requested Fee Compensation and Reimbursement of Expenses*, ECF No. 834, appointing Katherine Stadler to serve as the fee examiner (the “Fee Examiner”) in these Chapter 11 Cases and establishing certain procedures in connection therewith.

4. On February 23, 2024, the Court entered an order directing the U.S. Trustee to appoint an examiner in these Chapter 11 Cases, ECF No. 7909. On March 20, 2024 (the “Appointment Date”), the Court entered (i) the *Order Approving the Appointment of Examiner*, ECF No. 9882 (the “Appointment Order”) and (ii) the *Order (I) (A) Establishing the Scope, Cost, Degree, and Duration of the Examination and (B) Granting Related Relief; and (II) Permitting the Filing of Certain Information Regarding Potential Parties in Interest Under Seal*, ECF No. 9883 (the “First Scope Order”). Pursuant to the First Scope Order, the Examiner was authorized to conduct certain initial investigations (the “Phase I Examination”).

5. The First Scope Order also provides that the Examiner and any professional retained by the Examiner will be compensated pursuant to and in accordance with the Interim Compensation Order, sections 330 and 331 of the Bankruptcy Code, and any other applicable provisions of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

6. On April 1, 2024, the Examiner filed the *Examiner’s (I) Application for an Order Authorizing the Retention and Employment of Patterson Belknap Webb & Tyler LLP as*

Counsel to the Examiner, Nunc Pro Tunc to the Appointment Date and (II) Motion to File Under Seal Certain Information Regarding Potential Parties in Interest, ECF No.10870 (the “Retention Application”) seeking authorization to retain and employ Patterson Belknap as counsel to the Examiner, *nunc pro tunc* to the Appointment Date. The Retention Application was approved on April 19, 2024. See ECF No. 12256.

7. On June 26, 2024, the Court entered the *Order (I) Granting the Examiner Authority to Conduct Additional Investigations and (II) Establishing the Scope, Cost, Degree, and Duration of the Second Phase of the Examination and Granting Related Relief*, ECF No. 19061 (the “Second Scope Order”). Pursuant to the Second Scope Order, the Examiner was authorized to conduct certain further investigations (the “Phase II Examination”). The costs of the Phase II Examination shall not exceed \$3,000,000.

8. On July 31, 2024, the Court entered the Order Amending the Cost of Phase I Examination, ECF No. 22029 (the “Amended Costs Order”). The Amended Costs Order established that the fees for the Phase I Examination shall not exceed \$3,313,355.

JURISDICTION

9. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the amended standing order of reference issued by the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. §157(b).

10. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

11. Pursuant to Local Rule 9013-1(f), Patterson Belknap consents to this Court’s entry of a final order in connection with this Application to the extent it is later determined

the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

RELIEF REQUESTED

12. Patterson Belknap seeks final approval and allowance of its compensation for professional services rendered to the Examiner and reimbursement of expenses incurred for the Application Period (“Period Compensation”). Patterson Belknap has filed and served six Monthly Fee Statements covering the Application Period, ECF Nos. 15090, 22119, 24038, 26038, 27489 & 28581. Patterson Belknap has also filed and served three Interim Fee Applications covering the Application Period, ECF Nos. 17628, 24692 & 28816.³ The Monthly Fee Statements and Interim Fee Applications are incorporated by reference as if fully set forth herein. For the avoidance of doubt, this Application only seeks final allowance of Period Compensation previously set forth in the Monthly Fee Statements and Interim Fee Applications. Patterson Belknap is not requesting payment of additional fees or expenses.

13. In accordance with the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases (the “U.S. Trustee Guidelines”), this Application is supported by the following exhibits:

- Exhibit A: Summary of Billing by Professional for the Application Period;
- Exhibit B: Summary of Compensation by Project Category for the Application Period;

³ At this time, Patterson Belknap has been paid in full the fees and expenses approved in connection with the first and second Interim Fee Applications, ECF Nos. 17628 & 24692. In accordance with the Interim Compensation Order, Patterson Belknap has been paid \$1,419,849.90 in fees and \$10,032.37 in expenses pursuant to the fourth, fifth, and sixth Monthly Fee Statements. *See* 26038, 27489 & 28581. An order approving the third Interim Fee Application has not been entered so Patterson Belknap has not received payment of the holdback for the third Interim Fee Application.

- Exhibit C: Expense Summary for the Application Period;
- Exhibit D: Customary and Comparable Compensation Disclosures;
- Exhibit E: Budget and Staffing Plan for the Application Period; and
- Exhibit F: Certification of Daniel A. Lowenthal in Support of the Application.

COMPENSATION REQUESTED

14. Patterson Belknap, as lead counsel to the Examiner, seeks final allowance of \$5,526,823.13 in fees for services rendered during the Application Period and reimbursement of \$37,143.22 in expenses incurred during the Application Period.

15. During the Application Period, Patterson Belknap represented and assisted the Examiner with the discharge of his duties and responsibilities as Examiner pursuant to the First Scope Order, Second Scope Order, other orders of this Court, and applicable law. This work included, among other necessary legal services, the following tasks:

- a. drafting and revising the reports contemplated by the First Scope Order (the “Phase I Report”) and Second Scope Order (the “Phase II Report”);
- b. finalizing and filing the Phase I Report and the Phase II Report;
- c. preparing a list of supplemental annotations related to the Phase I Report;
- d. researching legal and factual issues related to the Phase I Examination and the Phase II Examination;
- e. assisting with the review of documents and other materials in connection with the Examiner’s investigations;
- f. preparing motions, applications, notices, orders and other documents necessary for the Examiner to discharge his duties as Examiner;
- g. analyzing legal issues in connection with the Examiner’s discharge of his duties, including legal issues involving anonymization;
- h. preparing for and attending omnibus hearings;
- i. negotiating the resolution of objections filed to the Examiner’s motions, including his proposed redaction procedures; and

- j. communicating with various third-parties and parties-in-interest, including participating in meetings, coordinating and conducting witness interviews, requesting voluntary document productions, and responding to inquiries about the Phase I Report and Phase II Reports after they were publicly filed.

16. Patterson Belknap's professionals have expended 4,594.6 hours in connection with the Chapter 11 Cases during the Application Period.

17. Patterson Belknap's hourly rates for this matter are the customary and comparable hourly rates in effect as of January 1, 2024. Given the public-interest nature of this assignment, Patterson Belknap has provided a 10% discount on its fees. The reasonable value of the services rendered by Patterson Belknap as counsel to the Examiner is \$5,526,823.13.

NOTICE

18. Notice of this Application has been given to (a) the U.S. Trustee; (b) the Debtors; (c) the Creditors' Committee; (d) the Fee Examiner; and (e) all parties that are required to be given notice pursuant to the Interim Compensation Order. In light of the nature of the relief requested and the provisions of the Interim Compensation Order, Patterson Belknap submits that no other or further notice need be provided.

WHEREFORE Patterson Belknap respectfully requests that the Bankruptcy Court (i) approve the Application, (ii) grant final approval and allowance of Patterson Belknap's compensation for professional services rendered to the Examiner and reimbursement of expenses incurred for the Application Period, and (iii) grant such other and further relief as deemed just and proper.

Dated: February 14, 2025

Respectfully submitted,

**PATTERSON BELKNAP WEBB &
TYLER LLP**

By: /s/ Daniel A. Lowenthal

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*Lead Counsel to Robert J. Cleary in his
capacity as Examiner appointed in the
Chapter 11 Cases*